

MPM Silicones
Response Submittal CD

Approximate Chronological Compilation of submitted docs
Self-implemented assessment 2007 thru WWTP upgrade excavation 2008
& invoicing 2009

- | | | | |
|-----|------|---|--------------------|
| 1) | 3139 | - | 8/28/07 – 10/27/07 |
| 2) | 3144 | - | 8/28/07 |
| 3) | 3136 | - | 10/27/07 |
| 4) | 5706 | - | 8/25/08 |
| 5) | 5759 | - | 9/26/08 |
| 6) | 5739 | - | 10/24/08 |
| 7) | 5758 | - | 10/24/08 |
| 8) | 5678 | - | 12/9/08 |
| 9) | 5702 | - | 12/9/08 |
| 10) | 0885 | - | 5/7/09 |
| 11) | 5712 | - | 8/12/09 |
| 12) | 0883 | - | 10/8/09 |

May 9, 2013 DWM

ED_005215_00000168-00001

FW PCB Investigation - MPM Plant Friendly West Virginia.txt
From: Biksey, Tom
Sent: Monday, October 22, 2007 4:01 PM
To: Michael.Cote@chemtura.com
Cc: Gelles, Michael
Subject: FW: PCB Investigation - MPM Plant Friendly, West Virginia

Attachments: 761.61 sample certification language.doc; Region 3
Alternative Sampling Plan Memo.pdf

Mike,

See below; Kelly has approved our plan, and notes the additional work that may be required for Sugar Run.

Next step is for us to complete the proposal for this work. Will discuss with Mike Gelles when he is back in town. We will need to update our quotes for concrete cutting, etc.

Mike - when are you back in town?????

Smooth seas and fair winds,

Tom

***** IMPORTANT NOTICE*****

The Pittsburgh Office of WSP Environmental Strategies has relocated - please see new address and fax below - phone the same!

Tom Biksey, MPH
Director, Risk Assessment
WSP Environmental Strategies LLC
750 Holiday Drive, Suite 410
Pittsburgh, PA 15220
412.375.0261
412-920-7455 fax
thomas.biksey@wspgroup.com
www.wspenvironmental.com

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Environmental Advisor of the Year 2007

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Page 1

CHEM001210

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FW PCB Investigation - MPM Plant Friendly West Virginia.txt
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P Before printing, think about the environment

-----Original Message-----

From: Bunker.Kelly@epamail.epa.gov [mailto:Bunker.Kelly@epamail.epa.gov]
Sent: Monday, October 22, 2007 3:13 PM
To: Biksey, Tom
Cc: Michael.Cote@chemtura.com
Subject: Re: PCB Investigation - MPM Plant Friendly, West Virginia

Hi Tom - As per our discussion today, the proposed Phase III sampling plan, which is attached to your e-mail below, is acceptable.

I am concerned about possible PCB contamination of sediments in Sugar Camp Run located in the northwest area near sample locations DP-71 and DP-78. Sampling of the Sugar Camp Run may be necessary depending on the results of Phase III. We can discuss this further once you get the results back from this next phase of sampling.

Once you have fully characterized the extent of contamination at the site both horizontally and vertically, then the plan with all sample results and the proposed remediation action must be officially submitted to EPA Region 3. The submittal must include all the requirements set forth in 40 CFR Part 761.61(a)(3) and must include a certification page signed and dated by both the owner of the site and the party conducting the cleanup. The boilerplate for the certification page is attached for your information.

(See attached file: 761.61 sample certification language.doc)

Thank you

Kelly L. Bunker
Environmental Scientist/PCB Coordinator
U.S. EPA Region III
Waste and Chemicals Management Division
Toxics Programs and Enforcement Branch (3WC33) 1650 Arch Street Philadelphia, PA
19103-2029 Phone (215) 814-2177
Fax (215) 814-3114
bunker.kelly@epa.gov

"Tom Biksey"
<tbiksey@escpa.com>

08/28/2007 12:53
PM

To
Kelly Bunker/R3/USEPA/US@EPA
Cc
Michael.Cote@chemtura.com
Subject
PCB Investigation - MPM Plant
Friendly, West Virginia

Page 2

CHEM001211

EPA003140

ED_005215_00000168-00003

Kelly,

Attached is the a memo describing our proposed alternative sampling plan for the Sistersville PCB investigation per your request. In addition, attached is a figure that shows the proposed locations of the sampling points, specifically with reference to the concrete pad. I have not yet received a facility-wide map from the facility as you requested.

Please let me know if you have any questions regarding our proposed approach. We look forward to Region 3's approval of our approach and the next phase of the investigations.

Smooth seas and fair winds,

Tom

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Tom Biksey, MPH
Director, Risk Assessment
WSP Environmental Strategies LLC
750 Holiday Drive, Suite 410
Pittsburgh, PA 15220
412.375.0261
412-920-7455 fax
thomas.biksey@wspgroup.com
www.wspenvironmental.com

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From: Tom Biksey <tbiksey@escpa.com>
Sent: Wednesday, June 13, 2007 11:01 AM
To: Bunker.Kelly@epa.gov
Cc: Cote, Mike - Middlebury, CT
Subject: PCB Investigation - MPM Plant Friendly, West Virginia

Kelly,

As we discussed on our conference call earlier this year, on behalf of Chemtura Corporation (formerly Crompton Corporation), we are requesting, an alternative sampling plan under the self-implementation rule for PCB investigations at the former Crompton OSi Specialties Group Sistersville facility, located at 3500 South State Route 2 near Friendly, Tyler County, West Virginia. The facility was acquired by General Electric Silicones, LLC (GE), on July 31, 2003, as part of the overall purchase of the OSi business from Chemtura. The facility is now Momentive Performance Materials Inc (MPM), as of December 4, 2006.

As requested in our earlier discussions, Chemtura has forward the contact information for the Corrective Action work at the facility to you. We hope you have been able to make any necessary contact before reviewing our proposed alternative sampling plan.

As discussed, we have conducted several phases of investigation at the Sistersville plant to characterize PCBs detected in site soils during the due diligence studies based on our initial discussions with you in November 2005. Our proposed alternative sampling plan includes sampling a 0-3 inch surface soil interval, and a 3 to 15 inch subsurface interval for PCB characterization. In addition, for areas requiring deeper sampling, we are proposing to continue with the one-foot intervals to include a 15 to 27 inch and a 27 to 39 inch sample. Because the areas of investigation have not had a reported release that would have a typical horizontal and vertical concentration gradient, but rather the area has been highly disturbed after the unknown PCB release, we believe that the one-foot interval is applicable to characterize the PCBs in this area. In addition, the area is quite large, and currently includes almost 20,000 sq ft. The one-foot sample will be the basis for determining compliance with a cleanup level for PCBs of 25 milligrams per kilograms for low occupancy areas.

As we discussed on the phone, we previously used a similar alternative sampling plan in Region 4, but unfortunately, because of client-confidentiality, we can not provide any specifics regarding the project. Perhaps you could discuss our proposed alternative sampling plan generically with Craig Brown. Regarding the Region 5 project, we discussed only concrete sampling and risk procedures, not soil sampling.

Please contact me if you have any questions regarding our proposed sampling approach, or the project in general. We look forward to working with you on this project, and hope to proceed with our proposed plan this summer.

Smooth seas and fair winds,

Tom

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Tom Biksey, MPH
Director, Risk Assessment
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From: Tom Biksey <tbiksey@escpa.com>
Sent: Tuesday, August 28, 2007 12:53 PM
To: Bunker.Kelly@epa.gov
Cc: Cote, Mike - Middlebury, CT
Subject: PCB Investigation - MPM Plant Friendly, West Virginia
Attachments: Region 3 Alternative Sampling Plan Memo.pdf

Kelly,

Attached is the a memo describing our proposed alternative sampling plan for the Sistersville PCB investigation per your request. In addition, attached is a figure that shows the proposed locations of the sampling points, specifically with reference to the concrete pad. I have not yet received a facility-wide map from the facility as you requested.

Please let me know if you have any questions regarding our proposed approach. We look forward to Region 3's approval of our approach and the next phase of the investigations.

Smooth seas and fair winds,

Tom

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750 Holiday Drive, Suite 410 • Pittsburgh, Pennsylvania 15220 • (412) 604-1040 • Fax (412) 920-7455

Memorandum

To: Kelly Bunker, EPA Region 3 PCB Coordinator

From: Tom Biksey, WSP Environmental Strategies

cc: Mike Cote, Chemtura Corporation

Date: August 28, 2007

Re: PCB Characterization - Phase III SB-71
Alternative Sampling Plan
Momentive Performance Materials Inc. Plant, Friendly, West Virginia

Introduction

WSP Environmental Strategies, on behalf of Chemtura Corporation, has prepared an alternative sampling plan to address polychlorinated biphenyls (PCBs) characterization activities in the former Waste Incineration Area (SB-71) at the former Crompton OSi Specialties Group Sistersville facility, located at 3500 South State Route 2 near Friendly, Tyler County, West Virginia. The facility was acquired by General Electric Silicones, LLC (GE), on July 31, 2003, as part of the overall purchase of the OSi business from Chemtura. The facility is now Momentive Performance Materials Inc (MPM), as of December 4, 2006. MPM was created from the sale of General Electric's Advanced Materials business to Apollo Management, L.P., who owns MPM.

During the Phase I and II PCB characterization activities, WSP Environmental Strategies confirmed that soil in the area surrounding SB-71 had PCB concentrations that exceeded the Toxic Substances Control Act (TSCA) self-implementing cleanup level for low occupancy areas of 25 milligrams per kilogram (mg/kg). Because the area of investigation has not had a reported release, and the area being investigated is quite large (greater than 20,000 square feet currently), we believe that the following alternative sampling plan is appropriate to characterize the PCBs in the area surrounding SB-71.

Alternative Sampling Plan

The proposed grid pattern for the SB-71 area is shown on Figure 1, with sampling locations at 25-foot grid intersections and 15-foot grid intersections. Based on the previous sampling results, a 25-foot grid-intersection length is recommended to delineate the potentially affected soil to the west of the Phase II sampling grid. In the northwest area of the Phase II sampling grid, directly north of the sample locations DP-71 and DP-78, a 15-foot grid-intersection length is

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recommended to delineate this area due to the close proximity to Sugar Camp Run. In the area to the east of the Phase I sampling grid, the Phase II sampling grid locations were not collected through the concrete slab at the drum flush pad. The proposed grid pattern for the drum flush pad area will be at 25-foot grid intersections. A total of 37 locations will be sampled from the intersection points located by the Phase III sampling grid. The samples closest to SB-71 will be designated as primary sample locations. Samples collected at the edge or corner of the grid will be designated as secondary sample locations. Using the same approach as in the Phase I and Phase II, samples will be collected from each grid point from 0 to 3 inches beneath surface cover or gravel, if present, using direct-push technology. An additional sample from each location will be collected from 3 to 15 inches below the surface sample. At the sampling locations in the drum flush pad, two additional samples will be collected from each location at 15 to 27 inches below the surface and at 27 to 39 inches below the surface sample (based on Geoprobe tube lengths of 4 feet). These samples collected at depth will be designated as secondary samples. The primary samples will be submitted to the laboratory to be analyzed immediately. The secondary samples will be submitted to the laboratory, the initial extraction will be completed, and the samples will be archived pending the results of the primary samples.

The one-foot samples (after the initial 3-inch sample) will be the basis for determining compliance with a cleanup level for PCBs of 25 mg/kg for low occupancy areas. Once the vertical and horizontal delineation has been completed, a smaller grid size may be implemented to further refine the delineated area requiring cleanup using the self-implementing cleanup process.

-----Original Message-----

From: Bunker.Kelly@epamail.epa.gov [mailto:Bunker.Kelly@epamail.epa.gov]

Sent: Monday, October 22, 2007 3:13 PM

To: Biksey, Tom

Cc: Michael.Cote@chemtura.com

Subject: Re: PCB Investigation - MPM Plant Friendly, West Virginia

Hi Tom - As per our discussion today, the proposed Phase III sampling plan, which is attached to your e-mail below, is acceptable.

I am concerned about possible PCB contamination of sediments in Sugar Camp Run located in the northwest area near sample locations DP-71 and DP-78. Sampling of the Sugar Camp Run may be necessary depending on the results of Phase III. We can discuss this further once you get the results back from this next phase of sampling.

Once you have fully characterized the extent of contamination at the site both horizontally and vertically, then the plan with all sample results and the proposed remediation action must be officially submitted to EPA Region 3. The submittal must include all the requirements set forth in 40 CFR Part 761.61(a)(3) and must include a certification page signed and dated by both the owner of the site and the party conducting the cleanup. The boilerplate for the certification page is attached for your information.

(See attached file: 761.61 sample certification language.doc)

Thank you

Kelly L. Bunker

Environmental Scientist/PCB Coordinator

U.S. EPA Region III

Waste and Chemicals Management Division

Toxics Programs and Enforcement Branch (3WC33) 1650 Arch Street Philadelphia, PA

19103-2029 Phone (215) 814-2177

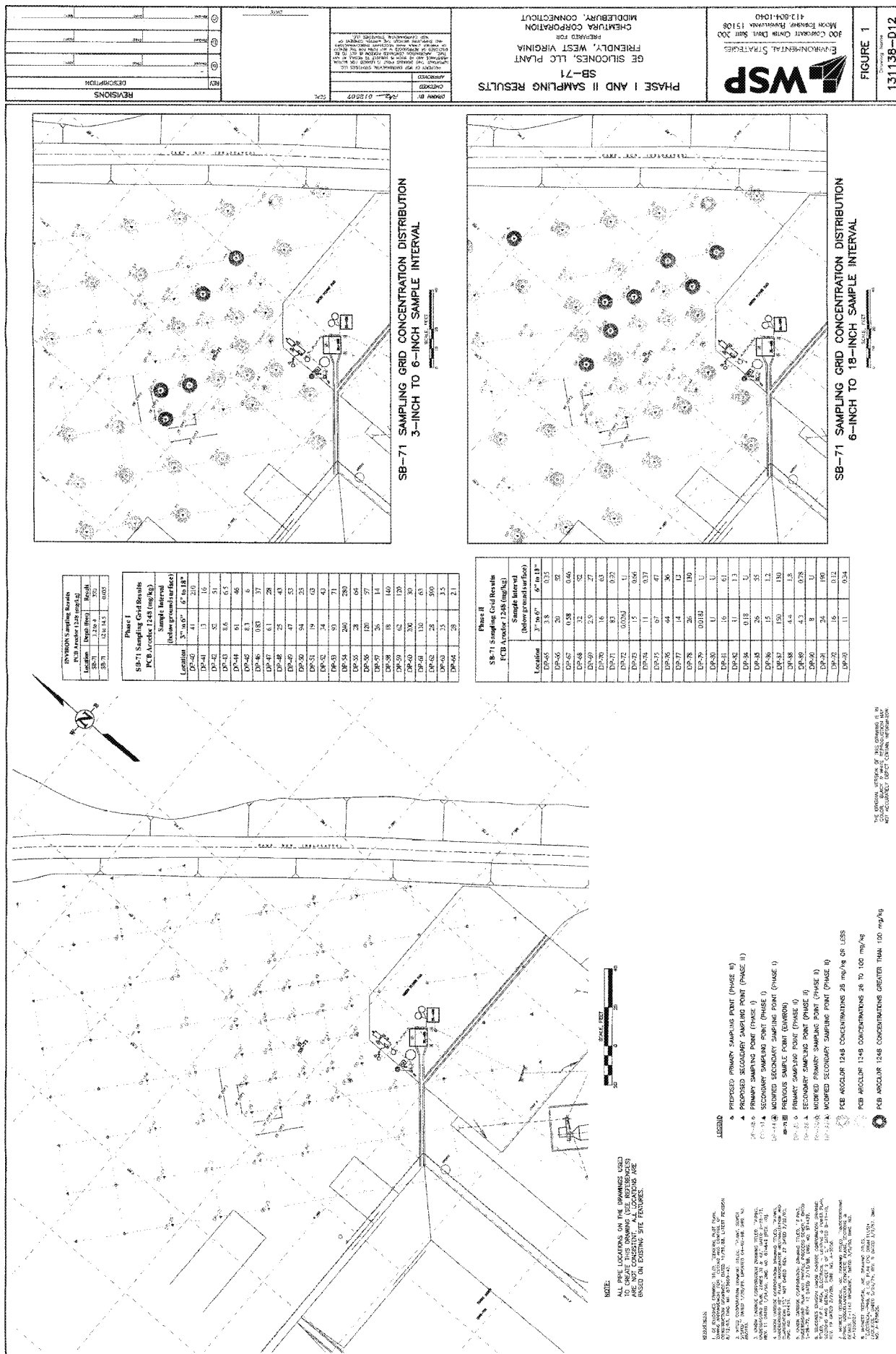
Fax (215) 814-3114

bunker.kelly@epa.gov

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Raymond D. Hiley
Counsel – Environmental, Health and Safety
One Plastics Avenue
Pittsfield, MA 01201

Tel: (413) 448-4826
Fax: (413) 448-5581
Email: Raymond.hiley@momentive.com

August 25, 2008

VIA FACSIMILE ((203) 573-4301) and CERTIFIED MAIL

Chemtura Corporation
Attn: General Counsel
199 Benson Road
Middlebury, CT 06749

Re: Notice of Claim for Environmental Contamination

Dear Sir or Madam;

This letter is to confirm our notification of contamination recently discovered at Chemtura's former facility located at 3500 South State Rt. 2, Friendly, WV (the Facility). The Facility was acquired by Momentive's predecessor, the General Electric Company's silicones division, under a Purchase and Exchange Agreement dated April 24, 2003 (the Agreement).

Chemtura was previously notified of PCB contamination in other locations at the Facility, and has been working with Facility staff to address this contamination in accordance with the terms of the Agreement. Recently, Facility staff discovered at the Facility another small area of PCB requiring remediation. This contamination is OSi Pre-Closing Contamination as defined in the Agreement. Accordingly, under Section 5A of the Agreement, Chemtura has monetary and legal responsibility for such contamination.

We have discussed this contamination with the Chemtura project manager overseeing the previously identified contamination. As provided in the Agreement, Chemtura has the option of directing the remediation work to address this contamination. This contamination is currently delaying construction work at the site, resulting in direct costs to Momentive and also impact on Momentive's site operations. Accordingly, we would appreciate it if Chemtura would contact Mark Leskiewicz at (304) 652-8222 as soon as possible regarding Chemtura's decision on whether Chemtura desires to direct the necessary remediation work. Mr. Leskiewicz will also be the principle technical contact for remediation issues at the Facility. If we do not receive a timely response from Chemtura, we will assume Chemtura does not desire to direct the necessary remediation work, and will proceed accordingly.

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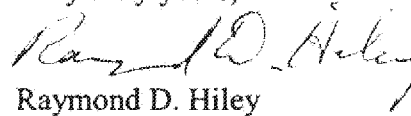
Chemtura Corporation
August 25, 2008
Page 2 of 2

Please note that notices under this Agreement should be sent to the following address:

Momentive Performance Materials
Attn: General Counsel
22 Corporate Woods Blvd. — 4th Floor
Albany, NY 12211

If you have any questions, please do not hesitate to call me. We look forward to working with Chemtura to resolve this issue in a mutually beneficial manner. Thank you for your prompt attention to this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Raymond D. Hiley", is written over the typed name.

Raymond D. Hiley

cc: Steven A. Cohen, Esq. (Wachtell, Lipton, Rosen & Katz)
Mark Leskowicz

EPA005707

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Broadcast Report

Date/Time
Local ID 1
Local ID 2

08-25-2008
413 448 5581

09:52:36 a.m.

Transmit Header Text MOMENTIVE LEGAL
Local Name 1 MOMENTIVE LEGAL
Local Name 2

This document : Confirmed
(reduced sample and details below)
Document size : 8.5"x11"



FACSIMILE TRANSMISSION COVER SHEET

TO: CHEMTURA CORP. GENERAL COUNSEL
STEVEN A. COHEN, ESQ.
FAX NO.: (203) 573-4301
FAX NO.: (212) 403-2347
FROM: RAYMOND HILEY
TEL NO.: (413) 448-4828
FAX NO.: (413) 448-5581

DATE: AUGUST 25, 2008

RE: NOTICE OF CLAIM FOR ENVIRONMENTAL CONTAMINATION AT FORMER CHEMTURA FACILITY

Number of Pages (including cover sheet): 3

MESSAGE:

NOTE: IF YOU DO NOT RECEIVE ALL PAGES, PLEASE TELEPHONE ME AT THE NUMBER LISTED ABOVE.

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One Plastic Avenue, Pittsfield, MA 01201

Total Pages Scanned : 3

Total Pages Confirmed : 6

No.	Job	Remote Station	Start Time	Duration	Pages	Line	Mode	Job Type	Results
001	556	WLRR RightFax	09:50:01 a.m. 08-25-2008	00:00:51	3/3	1	EC	HS	CP14400
002	556	912035734301	09:50:01 a.m. 08-25-2008	00:00:35	3/3	1	EC	HS	CP26400

Abbreviations:

HS: Host send	PL: Polled local	MP: Mailbox print	TU: Terminated by user
HR: Host receive	PR: Polled remote	CP: Completed	TS: Terminated by system
WS: Waiting send	MS: Mailbox save	FA: Fail	RP: Report
			G3: Group 3
			EC: Error Correct

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EPA005709

ED_005215_00000168-00017



Mark Leskiewicz
EHS Site Leader

MPM Silicones, L.L.C.
3500 WV State Route 2
Friendly, WV 26146

T 304 652 8222
F 304 652 8738

September 26, 2008

Chemtura Corporation
Attn: Paul Meyer
199 Benson Road – Mail Stop 2-4
Middlebury, CT 06749

Dear Mr. Meyer:

This letter serves as an invoice for Chemtura Post-Remediation Care Requirements per the *Purchase and Exchange Agreement* (Agreement) by and between Crompton Corporation (now Chemtura) and General Electric Company (now MPM Silicones, LLC) for the facility in Friendly, West Virginia, also known as the Sistersville Plant.

Per Section 5A.11(c) of the agreement, the Sistersville plant personnel has been performing Chemtura Post Remediation Care Requirements as an independent contractor on Chemtura's behalf. Chemtura Post Remediation Care Requirements are defined on page 18 of the agreement as the requirements specified by an environmental agency to maintain environmental caps, monitor the environmental condition of the Chemtura Premises including periodic groundwater monitoring pursuant to the RCRA Corrective Action Permit (covering the North and South Inactive Sites and Boundary Wells #20 and #3203), and the operation and maintenance of Recovery Well #4315 (groundwater recovery pump and treat system) and its associated piping.

Section 5A of the Agreement also holds Chemtura legally and monetarily responsible for OSI Pre-Closing Contamination. As you were informed in our July 8, 2008 meeting and subsequently in a formal Notice of Claim for Environmental Contamination dated August 25, 2008, excavation as part of a construction project discovered a previously unknown area of PCB contamination in June of 2008. To minimize rental costs for equipment idled by the PCB discovery, the equipment was decontaminated to allow its removal from our site.

This invoice covers expenses from August 1, 2007 to July 31, 2008.

MPM, hereby, submits this invoice for \$95,110.45, which includes groundwater sampling and analysis, cap maintenance, groundwater pumping operation associated with the North and South Inactive Sites and Well #4315, and PCB contaminated equipment decontamination costs, as follows and in the attached tables:

North Inactive Site	\$12,047.00
South Inactive Site	\$13,206.74
Boundary Wells	\$ 5,132.00
Recovery Well #4315	\$60,000.00
PCB Related Costs	\$ 5,101.45

Also per the agreement, MPM expects payment within thirty (30) days of receipt of this invoice by Chemtura. Should you have any questions, please call me at 304-652-8222.

Sincerely,

Mark Leskiewicz
EHS Site Manager

CHEM001226

EPA005759

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cc: Ray Hiley
 John Robison
 Wachtell, Lipton, Rosen, & Katz
 Attn: Steven A. Cohen, Esq.
 51 West 52nd Street
 New York, NY 10019

P:\OSI Post Remediation\2007_2008 Invoice.doc

Table 1. Summary		
Chemtura Post-Remediation Care Costs		
MPM Silicones WV, LLC		
Sistersville Plant		
Friendly, West Virginia		
North Inactive Site		
Groundwater Sampling	\$ 2,475.00	
Groundwater Analysis	\$ 9,072.00	
Cap Maintenance	\$ 500.00	
		\$ 12,047.00
South Inactive Site		
Groundwater Sampling	\$ 2,750.00	
Groundwater Analysis	\$ 10,080.00	
Cap Maintenance	\$ -	
		\$ 12,830.00
Boundary Wells #20 and #3203		
Groundwater Sampling	\$ 1,100.00	
Groundwater Analysis	\$ 4,032.00	
		\$ 5,132.00
Groundwater Pump & Treat System		
Operation and Maintenance	\$ 60,000.00	
		\$ 60,000.00
PCB Related Costs		
Decontamination of contracted excavation equipment	\$ 5,101.45	
		\$ 5,101.45
Total		\$ 95,110.45

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Table 2. Groundwater Monitoring Costs						
No. of Events	No. of Wells	Sample Description	Analytical Cost per sample	Labor Hours per Well	Labor Cost per Well	Total Cost
North Inactive Site						
2	9	Purgeable Volatiles	\$ 126.00	2.5	\$ 55.00	\$11,547.00
South Inactive						
4	5	Purgeable Volatiles	\$ 126.00	2.5	\$ 55.00	\$12,830.00
Boundary Wells #20 and #3203						
4	2	Purgeable Volatiles	\$ 126.00	2.5	\$ 55.00	\$ 5,132.00
Total						\$29,509.00

Quadruplicate samples taken per well

Table 3. Maintenance Costs	
Work Description	Total Cost
North Inactive Site	
Mowing	\$ 500.00
Total	\$ 500.00
South Inactive	
Total	\$ -
Boundary Wells #20 and #3203	
Total	\$ -
Groundwater Recovery Well	
Historical average O&M discussed during due diligence.	\$60,000.00
Total	\$60,000.00
Total	\$60,500.00

CHEM001228

EPA005761

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Table 4. PCB Related Costs	
Work Description	Total Cost
WWUpgrade Excavation Site	
Clean Harbors decontamination of excavating equipment.	\$ 5,101.45
Total	\$ 5,101.45

CHEM001229

EPA005762

ED_005215_00000168-00021

To: mark.leskowicz@momentive.com <mark.leskowicz@momentive.com>
Subject: Sistersville, WV - Momentive's Sept. 26, 2008 invoice for \$95,110.45
Sent: 10/07/08 02:15:14PM
Received: 10/07/08 02:15:00PM
Message Size: 11997
Created: 03/26/12 08:55:09PM
Last Modification Time: 03/26/12 08:55:09PM
Body Type: RTF
From: Meyer, Paul - Middlebury, CT </O=BIOLAB/OU=MIDDLEBURY/CN=RECIPIENTS/CN=PMEYER>
Email Type: Outlook (PST)
Full Path: Export Search 1 Vault 0006\Root Items\Sistersville, WV - Momentive's Sept. 26, 2008 invoice for \$95,110.45

Mark,

I am writing to you as a follow-up to the phone message that I'd left on your voice mail last Friday.

Chemtura is in receipt of your invoice noted above. I would like to schedule a call with you so that we can discuss the charges on each of the five tasks listed. Based upon my cursory review of the document I have questions on the following:

- * There is no back-up documentation provided to substantiate the costs shown.
- * The ground water monitoring cost line items do not add-up to the totals shown.
- * Why are there charges for landscaping?
- * There is no back-up for the cost justification statement that the, "Historical average O&M discussed during due diligence."
- * PCB remediation work is not part of the approved Corrective Action yet costs for PCB decontamination are included.

Please contact me at your earliest convenience so that we may resolve the above issues thus allowing me to process the invoice for payment.

Regards,

Paul

Paul Meyer

Manager, Environmental Remediation

Environment, Health & Safety, Security, and Regulatory Affairs

Chemtura Corporation

199 Benson Road - Mail Stop 2-4

CHEM001238

EPA005739

ED_005215_00000168-00022

Middlebury, CT 06749

203.573.3545 tel

203.573.2271 fax

914.469.6812 cell

paul.meyer@chemtura.com

CHEM001239

EPA005740

ED_005215_00000168-00023

To: Meyer, Paul - Middlebury, CT </O=BIOLAB/OU=MIDDLEBURY/CN=RECIPIENTS/CN=PMeyer>
Subject: FW: PCB rolloff disposal
Sent: 10/08/08 06:41:56PM
Received: 10/08/08 06:42:13PM
Message Size: 301534
Created: 03/26/12 07:20:24PM
Last Modification Time: 03/26/12 07:20:24PM
Body Type: RTF
From: Leskowicz, Mark A (Momentive Performance Materials) <Mark.Leskowicz@momentive.com>
Email Type: Outlook (PST)
Full Path: Export Search 1 Vault_0003\Root Items\FW: PCB rolloff disposal

Attachments: PCB Soil quote.pdf

Paul,

As mentioned in my e-mail, here is a quote for the cost of disposal of the 2 roll-offs containing PCB contaminated soil. These are currently sitting on our 1 year RCRA pad (the same pad we will need to have empty in order to drill the sample holes through for the final delineation of the previously discovered PCB area). As you mentioned while you were here, we will need to notify the WVDEP prior to shipping offsite for disposal. Are you OK with me doing the notification and getting this soil offsite?

Thanks

Mark

-----Original Message-----

From: Leskowicz, Mark A (Momentive Performance Materials)
Sent: Friday, September 26, 2008 10:02 AM
To: Carlson, Wayne L (Momentive Performance Materials); Robison, John (Momentive Performance Materials); Hiley, Raymond D (Momentive Performance Materials); Bhavsar, Sanat N (Momentive Performance Materials); Chu, Howard
Cc: Martin, Jason (Momentive Performance Materials)
Subject: FW: PCB rolloff disposal

Estimated cost to dispose of PCB contaminated soil in roll-offs - \$8000.

-----Original Message-----

From: Martin, Jason (Momentive Performance Materials)
Sent: Thursday, September 25, 2008 7:27 AM
To: Leskowicz, Mark A (Momentive Performance Materials)
Subject: FW: PCB rolloff disposal

Fyi

Jason N. Martin
Environmental Engineer
Momentive Performance Materials

CHEM001240

EPA005741

ED_005215_00000168-00024

Phone: 304.652.8127
Cell: 304.771.1609
Fax: 304.652.8738

-----Original Message-----

From: Kip.Davis@veoliaes.com [mailto:Kip.Davis@veoliaes.com]
Sent: Wednesday, September 24, 2008 4:41 PM
To: Martin, Jason (Momentive Performance Materials)
Cc: Rich.Licht@veoliaes.com
Subject: RE: PCB rolloff disposal

Jason,
Here is your disposal cost for this material. This pricing is contingent on acceptance of the waste by EQ. If you would like to move forward with this, I will send over a completed profile that I will need signed. I will also need the analytical that shows what was tested for.

(See attached file: PCB Soil quote.pdf)

Let me know if you have any questions.

Thanks,

Kip Davis
Technical Services Representative
Veolia Environmental Services Technical Solutions, L.L.C.
4301 Infirmary Road, P.O. Box 453
West Carrollton, OH 45449
O: (937) 859-2265
C: (937) 604-7165
F: (937) 859-4671
kip.davis@veoliaes.com

"Martin, Jason
(Momentive
Performance
To Materials)" <Kip.Davis@veoliaes.com>
cc <jason.martin1@mo
mentive.com>
Subject
09/23/2008 07:38 RE: PCB rolloff disposal
AM

CHEM001241

EPA005742

ED_005215_00000168-00025

The level of pcb in the rolloff was of Aroclor 1242 and was 157ppm. The remaining pcb analysis were ND.

Jason N. Martin
Environmental Engineer
Momentum Performance Materials
Phone: 304.652.8127
Cell: 304.771.1609
Fax: 304.652.8738

-----Original Message-----

From: Kip.Davis@veoliaes.com [mailto:Kip.Davis@veoliaes.com]
Sent: Monday, September 22, 2008 4:44 PM
To: Martin, Jason (Momentum Performance Materials)
Subject: Re: PCB rolloff disposal

Jason,
Would you be able to supply me with the level of PCB's in the roll off as gathered from a TCLP analysis. Actual analytical results would also be very helpful.

Thanks,

Kip Davis
Technical Services Representative
Veolia Environmental Services Technical Solutions, L.L.C.
4301 Infirmary Road, P.O. Box 453
West Carrollton, OH 45449
O: (937) 859-2265
C: (937) 604-7165
F: (937) 859-4671
kip.davis@veoliaes.com

"Martin, Jason

(Momentum

Performance

To

CHEM001242

EPA005743

ED_005215_00000168-00026

Materials)" <kip.davis@veoliaes.com>
cc: <jason.martin1@momentive.com>
Subject: 09/22/2008 04:41 PM PCB rolloff disposal

Kip,

Can you give me a cost on disposing of the PCB contaminated dirt in the 2 rolloffs that are on site. If you have any questions please give me a call.

Thank you,

Jason N. Martin
Environmental Engineer
Momentive Performance Materials
Phone: 304.652.8127
Cell: 304.771.1609
Fax: 304.652.8738

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CHEM001244

EPA005745

ED_005215_00000168-00028

To: Meyer, Paul - Middlebury, CT </O=BIOLAB/OU=MIDDLEBURY/CN=RECIPIENTS/CN=PMeyer>
Subject: FW: Shaw PCB proposal
Sent: 10/08/08 06:44:05PM
Received: 10/08/08 06:49:00PM
Message Size: 3422337
Created: 03/26/12 07:20:25PM
Last Modification Time: 03/26/12 07:20:25PM
Body Type: RTF
From: Leskiewicz, Mark A (Momentive Performance Materials) <Mark.Leskiewicz@momentive.com>
Email Type: Outlook (PST)
Full Path: Export Search 1 Vault_0003\Root Items\FW: Shaw PCB proposal

Attachments: Momentive_001.pdf

Paul

Shaw quoted \$148M for standard 3M grid sampling. Clean Harbors was \$136M.

Regards,

Mark

From: Leskiewicz, Mark A (Momentive Performance Materials)
Sent: Tuesday, September 23, 2008 4:46 PM
To: Hiley, Raymond D (Momentive Performance Materials); Bhavsar, Sanat N (Momentive Performance Materials); Chu, Howard;
Robison, John (Momentive Performance Materials); Carlson, Wayne L (Momentive Performance Materials)
Cc: Martin, Jason (Momentive Performance Materials)
Subject: FW: Shaw PCB proposal

Revised quote from Shaw for tighter grid spacing - \$148M.

From: Martin, Jason (Momentive Performance Materials)
Sent: Tuesday, September 23, 2008 2:47 PM
To: Leskiewicz, Mark A (Momentive Performance Materials)
Subject: FW: PCB proposal

fyi

Jason N. Martin
Environmental Engineer
Momentive Performance Materials
Phone: 304.652.8127
Cell: 304.771.1609
Fax: 304.652.8738

CHEM001245

EPA005746

ED_005215_00000168-00029

From: Flanagan, Marc [mailto:Marc.Flanagan@shawgrp.com]
Sent: Tuesday, September 23, 2008 2:25 PM
To: Martin, Jason (Momentive Performance Materials)
Cc: Stoll, Dave
Subject: RE: PCB proposal

Jason,

Attached for your review is the revised draft proposal to complete the soil boring program at the Momentive Performance Materials Site in Sistersville, West Virginia. We adjusted the grid spacing to 10 foot and made the adjustment to cost accordingly. Please feel free to call with any questions.

Regards,

Marc E. Flanagan

Project Geologist
Commerical, State & Local Division
Shaw Environmental and Infrastructure Group

13 British American Boulevard
Latham, NY 12110
(518) 783-1996 (office)
(518) 894-1182 (cell)
(518) 783-8397 (fax)

Shaw a world of Solutions
www.shawgrp.com

From: Stoll, Dave
Sent: Tuesday, September 23, 2008 8:05 AM
To: Martin, Jason (Momentive Performance Materials)
Cc: Flanagan, Marc
Subject: RE: PCB proposal

Jason-we would be glad to revise the proposal to decrease the sampling intervals/grid spacing. We proposed the 20 foot spacing as it is typical, and actually a little closer, than we would typically use to assess soil quality and type. We were also concerned with the number of samples and cost given the closer spacing. Marc actually has a draft figure showing an approximate 10 foot grid pattern, we will recost and send over as soon as it is completed.

David C. Stoll, P.G.

Senior Project Manager

CHEM001246

EPA005747

ED_005215_00000168-00030

Commercial , State and Local Division

Shaw Environmental and Infrastructure Group

13 British American Blvd.

Latham, NY 12110

(518) 783-1996

fax 783-8397

Shaw a world of Solutions
www.shawgrp.com

From: Martin, Jason (Momentum Performance Materials) [mailto:jason.martin1@momentive.com]
Sent: Monday, September 22, 2008 4:39 PM
To: Stoll, Dave
Subject: PCB proposal

Dave,

We have reviewed your proposal and need some clarification.

The 20' x 20' will not be accepted by EPA, typically we use 3mx3m, can you clarify or justify your grid pattern.

Call if you have any questions.

Thank you,

Jason N. Martin

Environmental Engineer

Momentum Performance Materials

Phone: 304.652.8127

CHEM001247

EPA005748

ED_005215_00000168-00031

Cell: 304.771.1609

Fax: 304.652.8738

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CHEM001248

EPA005749

ED_005215_00000168-00032

To: Meyer, Paul - Middlebury, CT </O=BIOLAB/OU=MIDDLEBURY/CN=RECIPIENTS/CN=PMEYER>
Cc: Hiley, Raymond D (Momentive Performance Materials) <Raymond.Hiley@momentive.com>; Klarman, Steven C (Momentive Performance Materials) <Steven.Klarman@momentive.com>
Subject: 9-26-08 Invoice Additional Information
Sent: 10/24/08 06:22:22PM
Received: 10/24/08 06:22:27PM
Message Size: 193188
Created: 03/26/12 07:20:34PM
Last Modification Time: 03/26/12 07:20:34PM
Body Type: RTF
From: Leskowicz, Mark A (Momentive Performance Materials) <Mark.Leskowicz@momentive.com>
Email Type: Outlook (PST)
Full Path: Export Search 1 Vault_0003\Root Items\9-26-08 Invoice Additional Information

Attachments: \$60M O&M Recovery Well.pdf, 7-2-08 PCB Decontamination.pdf

Paul,

I have further researched the charges you questioned in your October 7th e-mail.

The \$60,000 recovery well operation and maintenance was an average cost determined from operating records from 1994-1996. It was used internally to determine reserve amounts and environmental accruals (see attached document from 1997. It was composed primarily from operator labor (\$4500 per month or \$50000 per year), maintenance costs, energy costs, and a portion of wastewater treatment plant costs. The recovery well operation has not significantly changed since this time. These costs have not been updated for inflation over this 12 year period.

The invoice for the Clean Harbors' PCB decontamination of rented construction project equipment is attached for your files.

I trust I have now addressed all your concerns regarding the August 2007-July 2008 invoice. If you would like to submit payment through an electronic funds transfer, as Mike Cote had done last year, I can send you our account information.

Best regards,

Mark A. Leskowicz
EHS Site Manager
MPM Silicones, LLC
Sistersville plant
3500 South State Route 2
Friendly, WV 26146
Ph: 304-652-8222
Fax: 304-652-8738

Mark.Leskowicz@momentive.com

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CHEM001249

EPA005750

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To: Leskowicz, Mark A (Momentive Performance Materials) <Mark.Leskowicz@momentive.com>
Cc: Sokol, Matthew - Middlebury, CT </O=BIOLAB/OU=MIDDLEBURY/CN=RECIPIENTS/CN=Matthew.Sokol>
Subject: Sistersville, WV - PCB Investigation & Remediation letter
Sent: 12/08/08 11:23:56AM
Received: 12/08/08 11:23:00AM
Message Size: 1226589
Created: 03/26/12 08:55:50PM
Last Modification Time: 03/26/12 08:55:50PM
Body Type: RTF
From: Meyer, Paul - Middlebury, CT </O=BIOLAB/OU=MIDDLEBURY/CN=RECIPIENTS/CN=PMEYER>
Email Type: Outlook (PST)
Full Path: Export Search 1 Vault_0006\Root Items\Sistersville, WV - PCB Investigation & Remediation letter

Attachments: Sistersville - PZM to M Leskowicz re PCBs - 20081208.pdf

Mark,

I've attached a letter in reply to our recent communications regarding the noticed incidences of PCBs at your facility. The original with copies are being sent out today via US Postal Service.

Please contact me if you have any questions.

Regards,

Paul

Paul Meyer

Manager, Environmental Remediation

Environment, Health & Safety, Security, and Regulatory Affairs

Chemtura Corporation

199 Benson Road - Mail Stop 2-4

Middlebury, CT 06749

203.573.3545 tel

203.573.3362 fax

CHEM001250

EPA005751

ED_005215_00000168-00034

914.469.6812 cell

paul.meyer@chemtura.com

CHEM001251

EPA005752

ED_005215_00000168-00035

To: Leskowicz, Mark A <Mark.Leskowicz@momentive.com>
Cc: Hiley, Raymond D (Momentive Performance Materials) <Raymond.Hiley@momentive.com>; Carlson, Wayne L (Momentive Performance Materials) <Wayne.Carlson@momentive.com>
Subject: RE: Sistersville - Momentive's Sept 26, 2008 invoice & additional PCB costs
Sent: 12/08/08 03:29:31PM
Received: 12/08/08 03:29:00PM
Message Size: 25238
Created: 03/26/12 08:55:46PM
Last Modification Time: 03/26/12 08:55:46PM
Body Type: RTF
From: Meyer, Paul - Middlebury, CT </O=BIOLAB/OU=MIDDLEBURY/CN=RECIPIENTS/CN=PMEYER>
Email Type: Outlook (PST)
Full Path: Export Search 1 Vault 0006\Root Items\RE: Sistersville - Momentive's Sept 26, 2008 invoice & additional PCB costs

Mark,

Thanks for your note and your voice mail.

I have passed on your request that we pay the non-disputed portion of the invoice. Just for clarification...by my calculation, that amount is \$90,385.74. Please let me know if you concur.

I anticipate being able to give you a more substantive response before the end of this week.

Regards,

Paul

Paul Meyer

Manager, Environmental Remediation

Environment, Health & Safety, Security, and Regulatory Affairs

Chemtura Corporation

199 Benson Road - Mail Stop 2-4

Middlebury, CT 06749

203.573.3545 tel

CHEM001252

EPA005753

ED_005215_00000168-00036

203.573.3362 fax

914.469.6812 cell

paul.meyer@chemtura.com

From: Leskowicz, Mark A [mailto:Mark.Leskowicz@momentive.com]
Sent: Monday, December 08, 2008 11:46 AM
To: Meyer, Paul - Middlebury, CT
Cc: Hiley, Raymond D (Momentive Performance Materials); Carlson, Wayne L (Momentive Performance Materials)
Subject: RE: Sistersville - Momentive's Sept 26, 2008 invoice & additional PCB costs
Importance: High

Paul,

We have not yet received payment from Chemtura for the annual corrective actions's invoice letter. I received your e-mail stating Chemtura's position on PCB related costs and would expect you to remove the ca. five thousand dollars for PCB decontamination until Momentive and Chemtura can resolve ownership of that issue, but payment for the rest of the invoice is well past due. Please contact me or Wayne Carlson for information on how to submit payment electronically, if Chemtura again would prefer this option as they did in 2007. I have also left you a voicemail on this topic.

Regards,

Mark A. Leskowicz

EHS Site Manager

MPM Silicones, LLC

Sistersville plant

3500 South State Route 2

Friendly, WV 26146

Ph: 304-652-8222

Fax: 304-652-8738

Mark.Leskowicz@momentive.com

CHEM001253

EPA005754

ED_005215_00000168-00037

From: Meyer, Paul - Middlebury, CT [mailto:Paul.Meyer@chemtura.com]
Sent: Wednesday, October 29, 2008 10:43 AM
To: Leskiewicz, Mark A (Momentive Performance Materials)
Subject: Sistersville - Momentive's Sept 26, 2008 invoice & additional PCB costs

Mark,

Just a quick note to let you know that I've received your correspondence and we are presently reviewing the information related to the invoice as well as the additional PCB-related costs that you've requested Chemtura to pay for.

I'll be getting back to you as quickly as possible. As I'm sure that you can understand, I require the concurrence of others in my company prior to proceeding.

Regards,

Paul

Paul Meyer

Manager, Environmental Remediation

Environment, Health & Safety, Security, and Regulatory Affairs

Chemtura Corporation

199 Benson Road - Mail Stop 2-4

Middlebury, CT 06749

203.573.3545 tel

203.573.3362 fax

914.469.6812 cell

paul.meyer@chemtura.com

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EPA005756

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To: Meyer, Paul - Middlebury, CT </O=BIOLAB/OU=MIDDLEBURY/CN=RECIPIENTS/CN=PMEYER>
Cc: Hiley, Raymond D (Momentive Performance Materials) <Raymond.Hiley@momentive.com>; Robison, John (Momentive Performance Materials) <John.Robison@momentive.com>; Klarman, Steven C (Momentive Performance Materials) <Steven.Klarman@momentive.com>
Subject: Sistersville - Momentive's Sept 26, 2008 invoice & additional PCB costs
Sent: 12/09/08 05:23:45PM
Received: 12/09/08 05:23:55PM
Message Size: 184816
Created: 03/26/12 08:22:15PM
Last Modification Time: 03/26/12 08:22:15PM
Body Type: RTF
From: Leskowicz, Mark A <Mark.Leskowicz@momentive.com>
Email Type: Outlook (PST)
Full Path: Export Search 1 Vault_0005\Root Items\Sistersville - Momentive's Sept 26, 2008 invoice & additional PCB costs

Attachments: 2007_2008 Invoice rev 12-09-08.pdf

Paul,

As requested, attached is a revised invoice which should clarify any cost discrepancies. Copies have also been sent by USPS.

Regards,

Mark

Mark A. Leskowicz
EHS Site Manager
MPM Silicones, LLC
Sistersville plant
3500 South State Route 2
Friendly, WV 26146
Ph: 304-652-8222
Fax: 304-652-8738

Mark.Leskowicz@momentive.com

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CHEM001256

EPA005757

ED_005215_00000168-00040

From: Leskiewicz, Mark A (Momentive Performance Materials) [Mark.Leskiewicz@momentive.com]
Sent: Friday, October 24, 2008 6:36 PM
To: Meyer, Paul - Middlebury, CT
Cc: Hiley, Raymond D (Momentive Performance Materials)
Subject: Purchase of Construction Shoring Steel
Paul,

As you are aware, the discovery of PCB's in June of this year has stopped progress on our waterwater treatment plant construction project. The construction company had leased shoring steel for the excavation, much of which (the I-beams) had been driven into the ground prior to PCB detection. We had been paying the rental for this steel, however, the project has been officially shutdown as of the date we formally notified Chemtura of the PCB issue in September. Although we had returned any steel not in the ground, and contaminated, the monthly rental cost for the steel on site is \$10,500. As we have previously communicated to you, the sales agreement hold Chemtura financially liable for this cost. The cost to purchase the steel is just under \$87,000. As it appears very unlikely we will be able to complete delineation and remediation in less than 8 months, we feel it is in Chemtura's best interest that we purchase the steel on your behalf.

Please call to discuss. I have also left you a voicemail today on this topic.

Regards,

Mark A. Leskiewicz
EHS Site Manager
MPM Silicones, LLC
Sistersville plant
3500 South State Route 2
Friendly, WV 26146
Ph: 304-652-8222
Fax: 304-652-8738
Mark.Leskiewicz@momentive.com

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EPA005758

ED_005215_00000168-00041



Mark Leskowitz
EHS Site Leader

MPM Silicones, L.L.C.
3500 WV State Route 2
Friendly, WV 26146

T 304 652 8222
F 304 652 8738

December 09, 2008

Chemtura Corporation
Attn: Paul Meyer
199 Benson Road – Mail Stop 2-4
Middlebury, CT 06749

Dear Mr. Meyer:

This letter serves as an amendment to our September 26, 2008 invoice for Chemtura Post-Remediation Care Requirements per the *Purchase and Exchange Agreement* (Agreement) by and between Crompton Corporation (now Chemtura) and General Electric Company (now MPM Silicones, LLC) for the facility in Friendly, West Virginia, also known as the Sistersville Plant.

Per Section 5A.11(c) of the agreement, the Sistersville plant personnel has been performing Chemtura Post Remediation Care Requirements as an independent contractor on Chemtura's behalf. Chemtura Post Remediation Care Requirements are defined on page 18 of the agreement as the requirements specified by an environmental agency to maintain environmental caps, monitor the environmental condition of the Chemtura Premises including periodic groundwater monitoring pursuant to the RCRA Corrective Action Permit (covering the North and South Inactive Sites and Boundary Wells #20 and #3203), and the operation and maintenance of Recovery Well #4315 (groundwater recovery pump and treat system) and its associated piping.

Section 5A of the Agreement also holds Chemtura legally and monetarily responsible for OSI Pre-Closing Contamination. As you were informed in our July 8, 2008 meeting and subsequently in a formal Notice of Claim for Environmental Contamination dated August 25, 2008, excavation as part of a construction project discovered a previously unknown area of PCB contamination in June of 2008. To minimize rental costs for equipment idled by the PCB discovery, the equipment was decontaminated to allow its removal from our site. Chemtura has subsequently contested their monetary responsibility for this contamination in a letter dated December 8, 2008.

This invoice covers expenses from August 1, 2007 to July 31, 2008.

In recognition of Chemtura's contesting of PCB contamination costs, MPM Silicones LLC revises the invoice previously submitted for \$95,110.45 to clarify the costs associated with previously recognized Post-Remediation Care Requirements and the PCB contamination costs. The previously recognized Post-Remediation Care Requirements total \$90,009.00; this includes groundwater sampling and analysis, cap maintenance, and groundwater pumping operation associated with the North and South Inactive Sites and Well #4315. PCB contaminated equipment decontamination costs total \$5,101.45. These costs are detailed as follows and in the attached tables.

North Inactive Site	\$12,047.00
South Inactive Site	\$12,830.00
Boundary Wells	\$ 5,132.00
Recovery Well #4315	\$60,000.00
PCB Related Costs	\$ 5,101.45 (contested by Chemtura)

EPA005678

ED_005215_00000168-00042

As the original invoice was received by Chemtura over 70 days go, please submit payment immediately upon receipt of this modified invoice. Should you have any questions, please call me at 304-652-8222.

Sincerely,



Mark Leskowitz
EHS Site Manager

cc: Ray Hiley
John Robison
Wachtell, Lipton, Rosen, & Katz
Attn: Steven A. Cohen, Esq.
51 West 52nd Street
New York, NY 10019

P:\OSI Post Remediation\2007_2008 Invoice rev 12-09-08.doc

Table 1. Summary		
Chemtura Post-Remediation Care Costs MPM Silicones WV, LLC Sistersville Plant Friendly, West Virginia		
North Inactive Site		
Groundwater Sampling	\$ 2,475.00	
Groundwater Analysis	\$ 9,072.00	
Cap Maintenance	\$ 500.00	
		\$ 12,047.00
South Inactive Site		
Groundwater Sampling	\$ 2,750.00	
Groundwater Analysis	\$ 10,080.00	
Cap Maintenance	\$ -	
		\$ 12,830.00
Boundary Wells #20 and #3203		
Groundwater Sampling	\$ 1,100.00	
Groundwater Analysis	\$ 4,032.00	
		\$ 5,132.00
Groundwater Pump & Treat System		
Operation and Maintenance	\$ 60,000.00	
		\$ 60,000.00
PCB Related Costs		
Decontamination of contracted excavation equipment	\$ 5,101.45	
		\$ 5,101.45
Total		\$ 95,110.45

Table 2. Groundwater Monitoring Costs						
No. of Events	No. of Wells	Sample Description	Analytical Cost per sample	Labor Hours per Well	Labor Cost per Well	Total Cost
North Inactive Site						
2	9	Purgeable Volatiles	\$ 126.00	2.5	\$ 55.00	\$11,547.00
South Inactive						
4	5	Purgeable Volatiles	\$ 126.00	2.5	\$ 55.00	\$12,830.00
Boundary Wells #20 and #3203						
4	2	Purgeable Volatiles	\$ 126.00	2.5	\$ 55.00	\$ 5,132.00
Total						\$29,509.00

Quadruplicate samples taken per well

Table 3. Maintenance Costs	
Work Description	Total Cost
North Inactive Site	
Mowing	\$ 500.00
Total	\$ 500.00
South Inactive	
Total	\$ -
Boundary Wells #20 and #3203	
Total	\$ -
Groundwater Recovery Well	
Historical average O&M discussed during due diligence	\$60,000.00
Total	\$60,000.00
Total	\$60,500.00

Table 4. PCB Related Costs	
Work Description	Total Cost
WWUpgrade Excavation Site	
Clean Harbors decontamination of excavating equipment.	\$ 5,101.45
Total	\$ 5,101.45



Mark Leskowitz
EHS Site Leader

MPM Silicones, L.L.C.
3500 WV State Route 2
Friendly, WV 26146

T 304 652 8222
F 304 652 8738

December 09, 2008

Chemtura Corporation
Attn: Paul Meyer
199 Benson Road – Mail Stop 2-4
Middlebury, CT 06749

Dear Mr. Meyer:

This letter serves as an amendment to our September 26, 2008 invoice for Chemtura Post-Remediation Care Requirements per the *Purchase and Exchange Agreement* (Agreement) by and between Crompton Corporation (now Chemtura) and General Electric Company (now MPM Silicones, LLC) for the facility in Friendly, West Virginia, also known as the Sistersville Plant.

Per Section 5A.11(c) of the agreement, the Sistersville plant personnel has been performing Chemtura Post Remediation Care Requirements as an independent contractor on Chemtura's behalf. Chemtura Post Remediation Care Requirements are defined on page 18 of the agreement as the requirements specified by an environmental agency to maintain environmental caps, monitor the environmental condition of the Chemtura Premises including periodic groundwater monitoring pursuant to the RCRA Corrective Action Permit (covering the North and South Inactive Sites and Boundary Wells #20 and #3203), and the operation and maintenance of Recovery Well #4315 (groundwater recovery pump and treat system) and its associated piping.

Section 5A of the Agreement also holds Chemtura legally and monetarily responsible for OSI Pre-Closing Contamination. As you were informed in our July 8, 2008 meeting and subsequently in a formal Notice of Claim for Environmental Contamination dated August 25, 2008, excavation as part of a construction project discovered a previously unknown area of PCB contamination in June of 2008. To minimize rental costs for equipment idled by the PCB discovery, the equipment was decontaminated to allow its removal from our site. Chemtura has subsequently contested their monetary responsibility for this contamination in a letter dated December 8, 2008.

This invoice covers expenses from August 1, 2007 to July 31, 2008.

In recognition of Chemtura's contesting of PCB contamination costs, MPM Silicones LLC revises the invoice previously submitted for \$95,110.45 to clarify the costs associated with previously recognized Post-Remediation Care Requirements and the PCB contamination costs. The previously recognized Post-Remediation Care Requirements total \$90,009.00; this includes groundwater sampling and analysis, cap maintenance, and groundwater pumping operation associated with the North and South Inactive Sites and Well #4315. PCB contaminated equipment decontamination costs total \$5,101.45. These costs are detailed as follows and in the attached tables.

North Inactive Site	\$12,047.00
South Inactive Site	\$12,830.00
Boundary Wells	\$ 5,132.00
Recovery Well #4315	\$60,000.00
PCB Related Costs	\$ 5,101.45 (contested by Chemtura)

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As the original invoice was received by Chemtura over 70 days go, please submit payment immediately upon receipt of this modified invoice. Should you have any questions, please call me at 304-652-8222.

Sincerely,



Mark Leskowitz
EHS Site Manager

cc: Ray Hiley
John Robison
Wachtell, Lipton, Rosen, & Katz
Attn: Steven A. Cohen, Esq.
51 West 52nd Street
New York, NY 10019

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Table 1. Summary		
Chemtura Post-Remediation Care Costs MPM Silicones WV, LLC Sistersville Plant Friendly, West Virginia		
North Inactive Site		
Groundwater Sampling	\$ 2,475.00	
Groundwater Analysis	\$ 9,072.00	
Cap Maintenance	\$ 500.00	
		\$ 12,047.00
South Inactive Site		
Groundwater Sampling	\$ 2,750.00	
Groundwater Analysis	\$ 10,080.00	
Cap Maintenance	\$ -	
		\$ 12,830.00
Boundary Wells #20 and #3203		
Groundwater Sampling	\$ 1,100.00	
Groundwater Analysis	\$ 4,032.00	
		\$ 5,132.00
Groundwater Pump & Treat System		
Operation and Maintenance	\$ 60,000.00	
		\$ 60,000.00
PCB Related Costs		
Decontamination of contracted excavation equipment	\$ 5,101.45	\$ 5,101.45
Total		\$ 95,110.45

Table 2. Groundwater Monitoring Costs						
No. of Events	No. of Wells	Sample Description	Analytical Cost per sample	Labor Hours per Well	Labor Cost per Well	Total Cost
North Inactive Site						
2	9	Purgeable Volatiles	\$ 126.00	2.5	\$ 55.00	\$11,547.00
South Inactive						
4	5	Purgeable Volatiles	\$ 126.00	2.5	\$ 55.00	\$12,830.00
Boundary Wells #20 and #3203						
4	2	Purgeable Volatiles	\$ 126.00	2.5	\$ 55.00	\$ 5,132.00
Total						\$29,509.00

Quadruplicate samples taken per well

Table 3. Maintenance Costs	
Work Description	Total Cost
North Inactive Site	
Mowing	\$ 500.00
Total	\$ 500.00
South Inactive	
Total	\$ -
Boundary Wells #20 and #3203	
Total	\$ -
Groundwater Recovery Well	
Historical average O&M discussed during due diligence	\$60,000.00
Total	\$60,000.00
Total	\$60,500.00

Table 4. PCB Related Costs	
Work Description	Total Cost
WWUpgrade Excavation Site	
Clean Harbors decontamination of excavating equipment.	\$ 5,101.45
Total	\$ 5,101.45



Environmental Services, Inc.

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May 7, 2009 **REVISED**

Mr. Steve Klarman
MPM Silicones LLC
3500 S State Route 2
Friendly, WV

RE: PCB Analysis and Remediation

Dear Mr. Klarman:

Clean Harbors (CHES) is pleased to submit the following quotation for the sampling, analytical, and remediation of PCB contaminated soil and concrete from an approximate area 60' x 100'.

Scope

The quote is based upon projects of a similar nature and the PCB guidelines for grid sampling and remediation (EPA Document 560/5-86-017 "Field Manual for Grid Sampling of PCB Spill Sites to Verify Cleanup").

CHES will mobilize a field crew to the site with all the necessary labor and equipment to begin this project. Once onsite, the supervisor/foreman will conduct a safety meeting to review all the aspects of the project and the crew will don the proper levels of protection.

CHES will cordon off the work area to prevent pedestrian traffic.

PHASE 1 –

Clean Harbors crew will lay out the 3m X 3m grid on the proposed area of 18m X 30m (59' x 98'), which is 540 square meters. That equates to 60 samples. When completed, a subcontractor will supply the split spoon drilling equipment and operator.

Backfill above the concrete liner of the former equalization basin, ranging in depth from 0-14,' is not suspected to be contaminated but will be sampled to confirm before excavation. Each core will be composited at 4', 8' and 12' as appropriate for a total of 60 samples. The samples will be taken to the laboratory in Nitro, WV on a daily basis, where they will perform PCBs in soil testing method SW8082. The extraction and analysis will require 48 hours turn around. It will take approximately 5 days to sample the backfill.

Once all sample results are back, the soil will be excavated and stockpiled outside the area.

The concrete and soil down to a maximum 20' from the top, will be core drilled following the same 18m X 30m sampling grid. The 60 concrete samples will be analyzed separately. Soil below the concrete will be sampled at 4' intervals, up to a maximum depth of 20' below ground surface. Each core of soil will first be composited into 60 samples and tested. If PCBs are present then the

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individual samples at 4' intervals will be analyzed. Up to 300 samples may be analyzed in this phase of the project. The samples will be taken to the laboratory in Nitro, WV on a daily basis, where they will perform PCBs in soil testing method SW8082. Flags will mark any hot zones as the results come back. Further drilling and sampling may be required.

A sampling diagram will be created for the area, based on 40 CFR 761.260 subpart "N" grid sampling process, for one sample per each 9 square meters. The outer perimeter is to be 1 foot outside the anticipated contaminated area.

Clean Harbors will prepare the EPA report as outlined in 40CFR761.61(a)(2) and (3) Notification and certification. It will provide a summary of the sampling procedures, grid maps and topographical maps outlining the contaminated areas, analytical results, and a cleanup plan to remove all contaminated materials.

PHASE 2 –

Once we have established a remediation plan and the EPA has approved, excavation can begin on the contaminated soil. Dump trucks will be available for loading the soil. It will be transported to EQ in Michigan for disposal.

Excavated materials with PCB concentrations >50ppm will be disposed of off-site at the Environmental Quality Company's TSCA-approved landfill in Belleville, MI. Prior to Phase 2, MPM will determine appropriate cleanup standards and will determine the cutoff concentration levels that will be used to identify what materials will be disposed of in a TSCA-approved vs non-TSCA landfill.

Any non-TSCA regulated soils can be disposed of at the onsite landfill. No additional charges are incurred for transporting to that landfill.

PHASE 3 –

Confirmation samples will be taken in adherence to 40 CFR 761.280 Subpart "O" verification samples, requiring a sample grid of 1.5m X 1.5m, or 2.25 square meters after clearing, or initial sampling proves decontamination of existing levels are anticipated to be clean.

PHASE 4 –

Once it is determined that the area has been successfully excavated, the equipment will be decontaminated before any backfill material is loaded. As layers are placed, it will be tamped with the equipment.



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Pricing

PHASE 1: Sampling and Analysis - \$4,385.00/day

Task 1: Mobilization, setup and training	1 day	\$ 4,385.00
Task 2: Core drilling backfill material (60 samples)	4 days	\$ 17,540.00
Task 3: Excavate backfill material	10 days	\$ 43,850.00
Task 4: Core drilling through concrete and deep soil down to 20' (up to 300 samples)	10 days	\$ 43,850.00
Task 5: Decon and demobilization	2 day	\$ 8,770.00
Task 6: Prepare EPA report	2 days	\$ 1,250.00
	<hr/> 29 days	<hr/> \$119,645.00

Labor & Equipment

(1) Foreman, (2) Technicians, (1) Driver/Operator
 Drilling Operator
 Split spoon core driller
 Crew vehicle
 Office Trailer
 Excavator
 Dozer
 Dump Truck
 Fuel for equipment
 Sampling supplies
 Cleaning supplies
 Personal Protective Equipment

PCB Analysis (SW8082) \$45.00/each X 360 samples \$ 16,200.00

Estimated Total Phase 1	\$135,845.00
-------------------------	--------------

Optional Water Disposal	\$ 1.00/gal
Transportation to Cincinnati, OH	\$1,350.00/load
Truck rinse fee, after final load (triple rinse with diesel fuel)	\$2,300.00

Estimated total for approximately 30,000 gallons \$50,400.00

Onsite carbon treatment could be an option. The carbon would be incinerated. Based on the unit, you may need over 1,000 pounds of carbon. With disposal, transportation and decon of unit, an estimated cost would be around \$30,000.00.

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(800) 805-4582 • FAX (513) 681-0869

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PHASE 2: Excavation and Disposal

Assuming half the excavated material goes as TSCA regulated, we are looking at 400 tons or 17 loads.

Labor & Equipment	\$3,655.00/day X 15 days	\$ 54,825.00
-------------------	--------------------------	--------------

(1) Foreman, (2) Technicians, (1) Driver/Operator

Crew vehicle

Office Trailer

Excavator

Front end loader

Dump Truck for onsite soil movement

Fuel for equipment

Personal Protective Equipment

Disposal (TSCA-approved landfill)	\$103.00/ton X 400	\$ 41,200.00
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Transportation to TSCA-approved landfill	\$78.00/ton X 400	\$ 31,200.00
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Demurrage after 1 hr free load/unload	\$95.00/hr	
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Truck rinse fee (at end of project)	\$250.00/ea X 5	\$ 2,500.00
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OPEC Fuel/Insurance Recovery Fee	8% on Disposal & Transportation Only	\$ 5,792.00
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Estimated Total Phase 2	\$129,725.00
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PHASE 3: Confirmation Sampling and Analysis – 1.5m x 1.5m grid.

Labor & Equipment	\$3,655.00/day X 10 days	\$ 36,550.00
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(1) Foreman, (2) Technicians, (1) Driver/Operator

Crew vehicle

Office Trailer

Excavator

Dozer

Dump Truck

Fuel for equipment

Sampling supplies

Personal Protective Equipment

PCB Analysis (SW8082)	\$45.00/each X 240 samples	<u>\$ 10,800.00</u>
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Estimated Total Phase 3

\$ 47,350.00



Environmental Services, Inc.

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(800) 805-4582 • FAX (513) 681-0869

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PHASE 4: Decontamination of equipment, backfilling area

Labor & Equipment	\$3,655.00/day X 10 days	\$ 36,550.00
-------------------	--------------------------	--------------

(1) Foreman, (2) Technicians, (1) Driver/Operator
Office Trailer
Excavator
Dozer
Dump Truck
Fuel for equipment
Cleaning supplies
Personal Protective Equipment

Backfill Material	\$21.00/ton X ~800 tons	\$ 16,800.00
-------------------	-------------------------	--------------

Estimated Total Phase 4	<u>\$ 53,350.00</u>
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Estimated Total All Phases	\$366,270.00
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Option Transportation and Disposal of PCB contaminated water

Disposal	\$ 3.05/gal
Transportation to Deer Park, TX for incineration (up to 5,000 gallons)	\$5,250.00/load

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The aforementioned pricing is based upon the following assumptions:

- Access to and around the work area is unobstructed.
- Any water from the project will be discharged through the onsite WWT plant. Additional costs will be incurred if water needs to be shipped offsite.
- Momentive will have utilities marked prior to Clean Harbors arrival.
- Concrete is free of rebar and reinforced mesh.
- Quote based on consecutive days, Monday through Saturday. Schedule change may require additional costs.
- Surrounding area is large enough to accommodate a 1:1 slope ratio around the perimeter of the excavation site.
- Excavation will not impact other operations, facilities, or structures.
- Area of contamination is unknown at this point. Additional samples may be required until no contamination is detected.
- Level of clean established by generator prior to Clean Harbors arrival for Phase 2 work.
- Any delays outside the control of Clean Harbors i.e. Acts of God, weather, strikes, riots, etc., will result in additional costs to complete the project.
- An **OPEC/Insurance** surcharge of **8.0%** will be added to all invoices, on the disposal and transportation phase only.
- Client will supply water and electricity for the duration of the project (if needed).

Thank you for the opportunity to present our proposal and I trust that it addresses all your requirements. If you should have any questions or require any additional information, please call me at (513) 200-5073.

Sincerely,

Teresa Wasson
Site Services General Manager
Clean Harbors Environmental Services

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Mark Leskowicz
EHS Site Leader

MPM Silicones, L.L.C.
3500 WV State Route 2
Friendly, WV 26146

T 304 652 8222
F 304 652 8738

August 12, 2009

Chemtura Corporation
Attn: Paul Meyer
199 Benson Road – Mail Stop 2-4
Middlebury, CT 06749

Dear Mr. Meyer:

This letter serves as the annual invoice for Chemtura Post-Remediation Care Requirements per the *Purchase and Exchange Agreement* (Agreement) by and between Crompton Corporation (now Chemtura) and General Electric Company (now MPM Silicones, LLC) for the facility in Friendly, West Virginia, also known as the Sistersville Plant.

Per Section 5A.11(c) of the agreement, the Sistersville plant personnel have been performing Chemtura Post Remediation Care Requirements as an independent contractor on Chemtura's behalf. Chemtura Post Remediation Care Requirements are defined on page 18 of the agreement as the requirements specified by an environmental agency to maintain environmental caps, monitor the environmental condition of the Chemtura Premises including periodic groundwater monitoring pursuant to the RCRA Corrective Action Permit (covering the North and South Inactive Sites and Boundary Wells #20 and #3203), and the operation and maintenance of Recovery Well #4315 (groundwater recovery pump and treat system) and its associated piping.

Section 5A of the Agreement also holds Chemtura legally and monetarily responsible for OSi Pre-Closing Contamination. As you were informed in our July 8, 2008 meeting and subsequently in a formal Notice of Claim for Environmental Contamination dated August 25, 2008, excavation as part of a construction project discovered a previously unknown area of PCB contamination in June of 2008. We continue to believe that Chemtura is responsible for costs associated with this contamination, despite Chemtura's objection to these charges. Costs associated with this contamination are included, but broken out separately in this invoice.

This invoice covers expenses from August 1, 2008 to July 31, 2009. Costs are summarized below and in the attached tables:

North Inactive Site	\$ 5,478.00
South Inactive Site	\$ 17,545.54
Boundary Wells	\$ 2,012.00
Recovery Well #4315	\$ 60,000.00
PCB Related Costs	\$ 228,093.60
Total	\$ 313,129.14

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Chemtura Corporation
Attn: Paul Meyer
August 12, 2009
Page 2

Also per the agreement, MPM expects payment within thirty (30) days of receipt of this invoice by Chemtura. Should you have any questions, please call me at 304-652-8222.

Sincerely,



Mark Leskiewicz
EHS Site Manager

Attachments

cc: Ray Hiley
John Robison

Wachtell, Lipton, Rosen, & Katz
Attn: Steven A. Cohen, Esq.
51 West 52nd Street
New York, NY 10019

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Table 1. Summary

Chemtura Post-Remediation Care Costs
MPM Silicones WV, LLC
Sistersville Plant
Friendly, West Virginia

North Inactive Site	
Groundwater Sampling	\$2,259.00
Groundwater Analysis	\$2,268.00
Cap Maintenance	\$ 951.00
	\$ 5,478.00
South Inactive Site	
Groundwater Sampling	\$3,012.00
Groundwater Analysis	\$2,646.00
Replace MW 2701	\$ 10,969.22
Cap Maintenance	\$ 918.32
	\$ 17,545.54
Boundary Wells #20 and #3203	
Groundwater Sampling	\$1,004.00
Groundwater Analysis	\$1,008.00
	\$ 2,012.00
Groundwater Pump & Treat System	
Operation and Maintenance	\$ 60,000.00
	\$ 60,000.00
PCB Related Costs	
Decon excavating equipment	\$ 3,613.26
Steel shoring purchase	\$ 84,095.16
PCB Dirt disposal (includes roll-off box rental and transportation)	\$ 26,484.43
PCB contaminated water disposal (rainwater from roll-off)	\$ 3,900.75
PCB contamination delineation (estimate through July 31, 2009)	\$110,000.00
	\$228,093.60
Total	\$313,129.14

Table 2. Groundwater Monitoring Costs							
No. of Events	No. of Wells	No. of Samples	Sample Description	Analytical Cost per sample	Labor Hours per Well	Labor Cost per Hour	Total Cost
North Inactive Site							
2	9	18	Purgeable Volatiles	\$ 126.00	2.5	\$ 50.20	\$ 4,527.00
South Inactive							
4	6	21	Purgeable Volatiles	\$ 126.00	2.5	\$ 50.20	\$ 5,658.00
Replace MW 2701 with MW 2701-R (includes abandonment of MW 2701)							\$ 10,969.22
Boundary Wells #20 and #3203							
4	2	8	Purgeable Volatiles	\$ 126.00	2.5	\$ 50.20	\$ 2,012.00
Total							\$ 23,166.22

Table 3. Maintenance Costs	
Work Description	Total Cost
North Inactive Site	
Mowing	\$ 951.00
Total	\$ 951.00
South Inactive	
Repair drainage swale	\$ 918.32
Total	\$ 918.32
Boundary Wells #20 and #3203	
Total	\$ -
Groundwater Recovery Well	
Historical average O&M discussed during due diligence.	\$ 60,000.00
Total	\$ 60,000.00
Total	\$ 61,869.32

Table 4. PCB Related Costs	
Work Description	Total Cost
WWUpgrade Excavation Site	
Decon excavating equipment	\$ 3,613.26
Steel shoring purchase	\$ 84,095.16
PCB Dirt disposal (includes roll-off box rental and transportation)	\$ 26,484.43
PCB contaminated water disposal (rainwater from roll-off)	\$ 3,900.75
PCB contamination delineation (estimate through July 31, 2009)	\$110,000.00
Total	\$228,093.60



Environmental Services, Inc.

414 Goff Mountain Rd • Cross Lanes, WV 25313

(304) 776-7281 • FAX (304) 776-7285

Visit our Website at www.cleanharbors.com

Date: October 8, 2009

ATTN: Steve Klarman
MPM Silicones, LLC

RE: PCB Soil Sampling Project

Soil sampling began on 7/2/09 and continued through 9/9/09.

Results ranged from non-detect to 1744ppm. The majority of the contamination remained near the pump station and along the 30" pipeline running parallel to the road and abandoned equalization basin.

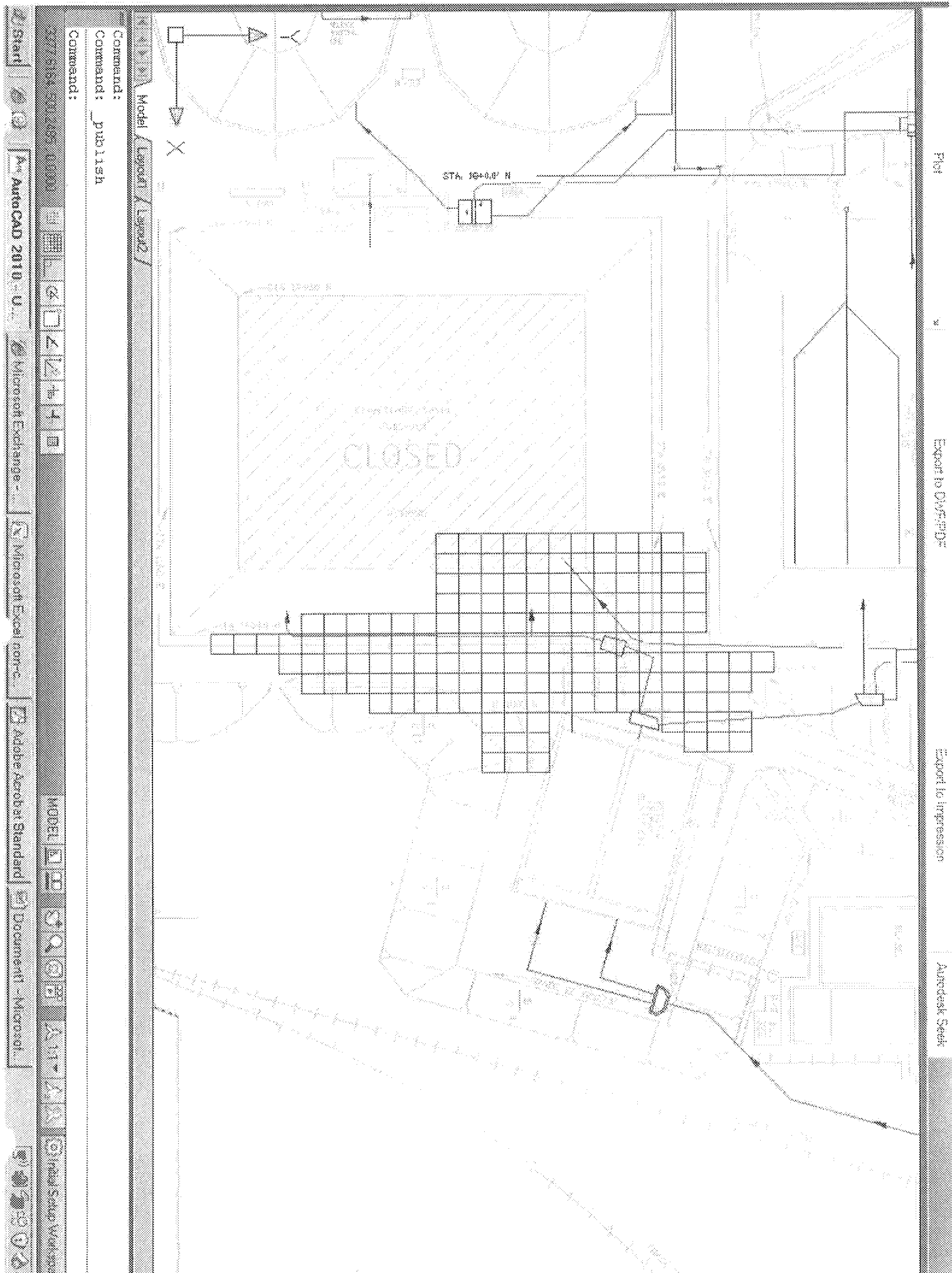
The original grid was 18.29m X 30.48m (60' x 120'), which is 558 square meters. As of 9/9/09, the grid expanded to approximately 1359 square meters. As of this date, a boundary has not been clarified to determine the extent of the contamination. Further sampling and analysis would be required to provide that boundary.

Each cell was 3m X 3m and samples were taken from the top, down to sometimes 30'. The grid was established using EPA guidelines.

Attached is a drawing that depicts the sample grid outlined, and the sample results for each cell within the grid.

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